



100 North Charles Street
Baltimore, MD 21201

RECORDATION NO.

FILED 1025

SEP 1 1989

INTERSTATE COMMERCE COMMISSION

CSX Equipment

September 18, 1989

Secretary
Interstate Commerce Commission
Attention: Recordation Unit
12th Street & Constitution Ave., N.W.
Washington D.C., 20423

9-262A012

Dear Mrs. Mildred Lee:

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. sec. 11303 (a) and the regulations promulgated thereunder, are one (1) original and five (5) executed counterparts thereof of a secondary document, not previously recorded, entitled LEASE AND SECURITY AGREEMENT SUPPLEMENT NO. 4, dated as of July 31, 1989.

The parties to the enclosed supplement are:

Wilmington Trust Company, (as Lessor / Owner Trustee)
Rodney Square North
Wilmington, DE 19890

CSX Transportation Inc., (as Lessee)
100 North Charles Street
Baltimore, MD 21201


The Prudential Insurance Company of America, and
Prudential Property and Casualty Insurance Company, and
Pruco Life Insurance Company, (as Lenders)
3 Gateway Center
Newark, NJ 07102

The enclosed document, among other things, amends the sections as enumerated therein of the Equipment Lease Agreement and a Loan and Security Agreement, both dated as of August 1, 1988. Both The Equipment Lease Agreement and Loan and Security Agreement were originally recorded with the Interstate Commerce Commission (ICC) on August 3, 1988 under recordation numbers 15766 and 15766-A, respectively. Since the original filing, both agreements have been supplemented and recorded with the ICC by a Lease and Security Agreement Supplement No. 1, 2 and 3 dated as of August 8, 1988, September 29, 1988 and November 30, 1988 which were given recordation numbers 15766-B, 15766-C, and 15766-D, respectively.

Enclosed is a check for \$13.00 as payment for the filing under the Equipment Lease and Loan and Security Agreements.

Once the filing has been made, please return to the undersigned stamped copies of the Lease and Security Agreement Supplement No. 4 not needed for your files, together with the fee receipt, a copy of the letter from the ICC acknowledging the filing, and an extra copy of this letter of transmittal.

Very truly yours,


Richardson C. Cole

Return to: Richardson C. Cole
CSX Transportation, Inc.
Treasury Department, B6E
100 North Charles St.
Baltimore, MD. 21201

cc: Mr. A.B. Aftoora B12C
Mr. D.J. Voisard B06E

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

9/21/89

OFFICE OF THE SECRETARY

Richard C. Cole
CSX Transportation Inc.
100 North Charles Street
Baltimore, MD. 21201

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/19/89 at 2:35pm, and assigned recordation number(s). 15766-E & 15788-E

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

SEP 19 1989 -2 35 PM

INTERSTATE COMMERCE COMMISSION

LEASE AND SECURITY AGREEMENT SUPPLEMENT NO. 4

Dated July 31, 1989

Among

WILMINGTON TRUST COMPANY,
Not in its individual capacity but solely as trustee
Lessor/Owner Trustee

CSX TRANSPORTATION, INC.,
Lessee

and

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA
PRUDENTIAL PROPERTY AND CASUALTY INSURANCE COMPANY

and

PRUCO LIFE INSURANCE COMPANY
LENDERS

OPEN TOP HOPPER RAILCARS

Note: This Lease and Security Agreement Supplement and certain rights of Lessor hereunder and in the Units covered hereby have been assigned to, and are subject to, a security interest in favor of Lenders. To the extent, if any, that this Lease Supplement shall constitute chattel paper (as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction), no security interest in this Lease and Security Agreement Supplement may be created except through the transfer or possession of the original counterpart which the parties shall mark "Counterpart Number 1". This is Counterpart Number ____.

FILED WITH THE INTERSTATE COMMERCE COMMISSION
PURSUANT TO 49 U.S.C. § 11303 ON _____, 1989
AT ____:____ RECORDATION NUMBER ____.

THIS LEASE AND SECURITY AGREEMENT SUPPLEMENT NO. 4, dated July 31, 1989, among WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("Lessor" or "Owner Trustee") under that certain Lease Agreement dated as of August 1, 1988 with CSX TRANSPORTATION, INC., a Virginia corporation ("Lessee") and THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, a New Jersey mutual insurance company, PRUDENTIAL PROPERTY AND CASUALTY INSURANCE COMPANY, a New Jersey corporation, and PRUCO LIFE INSURANCE COMPANY, an Arizona corporation ("Lenders").

W I T N E S S E T H:

WHEREAS, Lessor, Lessee and Lenders have, with the other parties thereto, heretofore entered into a Participation Agreement (the "Participation Agreement"), Lessor and Lessee have heretofore entered into an Equipment Lease Agreement (the "Lease"), recorded with the Interstate Commerce Commission ("ICC") on August 3, 1988 under recordation number 15766 and Lenders and Owner Trustee have heretofore entered into a Loan and Security Agreement (the "Security Agreement"), recorded with the ICC on August 3, 1988 under recordation number 15766-A, each dated as of August 1, 1988 (capitalized terms used herein without definitions having the respective meanings set forth in Appendix I to the Lease);

WHEREAS, in accordance with Lease and Security Agreement Supplements No. 1, 2 and 3, dated August 3, 1988, September 29, 1988 and November 30, 1988, respectively (such dates, collectively, the "Purchase Dates"), and filed with the ICC on such respective Purchase Dates under the respective recordation number 15766-B, 15766-C and 15766-D, for the purposes of leasing the Units conveyed on such respective Purchase Dates by Seller to Owner Trustee to Lessee as and when delivered by Lessor to Lessee under the Lease and subjecting such Units to the Lien of the Security Agreement;

WHEREAS, pursuant to Section 3.03 of the Lease, in light of the incorrectness of certain Rent Assumptions as therein defined, Owner Participant desires to cause Owner Trustee, and Lessee desires, to enter into this amendment adjusting the Rent Factors and Casualty Loss Factors; and

WHEREAS, pursuant to Section 2.06 of the Security Agreement and in accordance with the provisions thereof, Lenders have agreed, in connection with such adjustment, to

modify the schedule for required payments under the Notes issued respectively to them on the Purchase Dates;

NOW, THEREFORE, in consideration of the premises and for good and sufficient consideration, Lessor, Lessee and Lenders hereby agree as follows:

1. Lessee hereby confirms to Lessor that Lessee has accepted the Units listed on Schedule 1 to each of Lease and Security Agreement Supplements Nos. 1, 2 and 3 for all purposes of the Lease.

2. Lessor hereby confirms to Lenders that it has granted, conveyed, pledged, sold, mortgaged, assigned, transferred and set over a security interest unto Lenders in (1) the Units listed on Schedule 1 to each of Lease and Security Agreement Supplements Nos. 1, 2 and 3 and (ii) each of Lease and Security Agreement Supplements Nos. 1, 2 and 3, in each case excluding Excepted Payments and Rights, to have and to hold unto Lenders and their successors and assigns for their and their own use and benefit forever.

3. The Lease is hereby amended by deleting the schedules of Rent Factors and Casualty Loss Values appearing as Schedule 1 and 2 thereto and by inserting in lieu thereof Schedules 1 and 2 hereto entitled "Final Rent Factors" and "Final Casualty Loss Factors", respectively.

4. The Security Agreement and the Notes issued to the Lenders thereunder on the Purchase Dates are hereby amended to authorize the respective Lenders to substitute, in lieu of the amortization schedules appearing respectively as Schedule 1 to the Notes, the amortization schedules attached as Schedules 3 through 11 hereto, as follows:

<u>Lender</u>	<u>Purchase Date</u>	<u>Schedule</u>
Prudential	August 3, 1988	Schedule 3
Prupac	August 3, 1988	Schedule 4
PRUCO	August 3, 1988	Schedule 5
Prudential	September 29, 1988	Schedule 6
Prupac	September 29, 1988	Schedule 7
PRUCO	September 29, 1988	Schedule 8
Prudential	November 30, 1988	Schedule 9
Prupac	November 30, 1988	Schedule 10
PRUCO	November 30, 1988	Schedule 11

5. All of the provisions of the Lease and the Security Agreement are hereby incorporated by reference in this Lease and Security Agreement Supplement to the same extent as if fully set forth herein except as amended hereby, the Lease and the Security Agreement shall remain in full force and effect.

6. This Lease and Security Agreement Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

7. This Lease and Security Agreement Supplement is being delivered in the State of New York and shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

8. Lessee shall cause this Lease and Security Agreement Supplement to be filed with the Interstate Commerce Commission in accordance with 49 U.S.C. § 11303.

IN WITNESS WHEREOF, Lessor, Lessee and Lenders have caused this Lease and Security Agreement Supplement to be duly executed on the date and year set forth in the opening paragraph hereof.

Lessor/Owner Trustee

WILMINGTON TRUST COMPANY

Not in its individual capacity
but solely as Owner Trustee

By: 

Title: *Financial Services Officer*

Lessee

CSX TRANSPORTATION, INC.

By: 

Title: *VP Sales - Equipment*

Lenders

THE PRUDENTIAL INSURANCE COMPANY
OF AMERICA

By: 

Title: *Vice President*

PRUDENTIAL PROPERTY AND CASUALTY
INSURANCE COMPANY

By: 

Title: *Assistant Financial
Vice President*

PRUCO LIFE INSURANCE COMPANY

By: 

Title: *Assistant Vice President*

STATE OF Delaware)
COUNTY OF New Castle) ss.:

On this 8th day of September, 1988, before me personally appeared Dorinda McFadden - Moran, to me personally know, who, being by me duly sworn, says that he is Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deborah A. Game
Notary Public

My Commission Expires; January 10, 1991

[Notary Seal]

STATE OF Maryland)
COUNTY OF Baltimore) ss.:

On this 7th day of August, 1988, before me personally appeared Demetrius Vaisard, to me personally know, who, being by me duly sworn, says that he is VP of Procurement - Equipment Unit of CSX TRANSPORTATION, INC., that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joan Ann Bolan
Notary Public

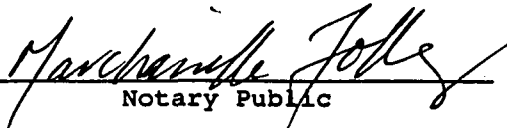
My Commission Expires; July 1, 1990

[Notary Seal]

STATE OF NEW JERSEY)

COUNTY OF ESSEX) ss

On this 31st day of August, 1989, before me personally appeared Homer Mck. Rees, to me personally known, who being by me duly sworn, says that he is Vice President of THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

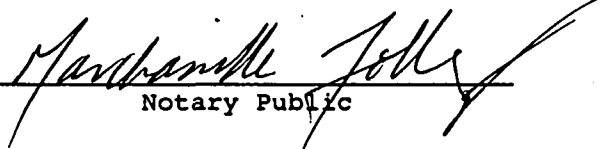

Notary Public

My Commission Expires; **MARCHANVILLE M. FOLLEY**
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Dec. 10, 1990
[Notary Seal]

STATE OF NEW JERSEY)

COUNTY OF ESSEX) ss

On this 31st day of August, 1989, before me personally appeared Homer Mck. Rees, to me personally known, who being by me duly sworn, says that he is Assist. Fin. Vice President of PRUDENTIAL PROPERTY AND CASUALTY INSURANCE COMPANY that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires; **MARCHANVILLE M. FOLLEY**
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Dec. 10, 1990
[Notary Seal]

STATE OF NEW JERSEY

COUNTY OF ESSEX) ss

On this 31st day of August, 1989, before me personally appeared Homer Mck. Rees, to me personally known, who being by me duly sworn, says that he is Assist. Vice President of PRUCO LIFE INSURANCE COMPANY, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marchantille Lutz
Notary Public

My Commission Expires, **MARCHANILLE M. FOLLEY**
NOTARY PUBLIC OF NEW JERSEY
 My Commission Expires Dec. 10, 1990

[Notary Seal]

SCHEDULE 1 TO LEASE
AND SECURITY AGREEMENT
SUPPLEMENT NO. 4

RENT FACTORS

<u>Rent Payment Date</u>	<u>Rent Number</u>	<u>Rent Factor</u>
06/30/89	1	9.08802
12/31/89	2	4.12000
06/30/90	3	6.75729
12/31/90	4	6.45073
06/30/91	5	4.34499
12/31/91	6	8.86303
06/30/92	7	3.77332
12/31/92	8	9.43470
06/30/93	9	3.49735
12/31/93	10	12.64579
06/30/94	11	13.37785
12/31/94	12	2.76529
06/30/95	13	14.19391
12/31/95	14	1.94923
06/30/96	15	14.85376
12/31/96	16	1.28937
06/30/97	17	15.59026
12/31/97	18	0.55288
06/30/98	19	15.70361
12/31/98	20	<u>0.43952</u>
TOTAL		<u>149.69090</u>

SCHEDULE 2 TO LEASE
AND SECURITY AGREEMENT
SUPPLEMENT NO. 4

FINAL
CASUALTY LOSS FACTORS AS A
PERCENTAGE OF LESSOR'S COST

<u>Rent Payment Date</u>	<u>Rent Number</u>	<u>Casualty Loss Factor</u>
12/31/88	0	107.71252
06/30/89	1	104.61452
12/31/89	2	105.72477
06/30/90	3	104.01311
12/31/90	4	102.23555
06/30/91	5	102.30154
12/31/91	6	97.71730
06/30/92	7	97.89312
12/31/92	8	92.35337
06/30/93	9	92.42477
12/31/93	10	83.34785
06/30/94	11	73.07601
12/31/94	12	72.90318
06/30/95	13	61.31794
12/31/95	14	61.44446
06/30/96	15	48.77535
12/31/96	16	49.19614
06/30/97	17	35.50254
12/31/97	18	36.35010
06/30/98	19	23.00000
12/31/98	20	23.00000

**** LOAN AMORTIZATION BY LOAN ****

Lender: PRUDENTIAL INSURANCE COMPANY (PRUDENTIAL)

Lessee: CSX TRANSPORTATION, INC.

Lessor: TECO INVESTMENTS, INC.

Funding: AUGUST 3, 1988 (PARTICIPATION AGREEMENT DATED AUGUST 1, 1988)

Loan Amortization for LN1

Amount: 4433325.00

Average Debt Life: 7.038983 years

Duration: 5.064184 years discounting at 10.565225 effective

Debt Rate: 10.300000%

Date	Takedown	Principal Repayment	Interest Amount	Total Debt Service	Loan Balance
8/02/88	4433325.00	0.00	0.00	0.00	4433325.00
12/31/88	0.00	0.00	187726.68	187726.68	4433325.00
6/30/89	0.00	0.00	228316.24	228316.24	4433325.00
12/31/89	0.00	0.00	228316.24	228316.24	4433325.00
6/30/90	0.00	0.00	228316.24	228316.24	4433325.00
12/31/90	0.00	104804.07	228316.24	333120.31	4328520.93
6/30/91	0.00	0.00	222918.83	222918.83	4328520.93
12/31/91	0.00	268239.79	222918.83	491158.62	4060281.14
6/30/92	0.00	0.00	209104.48	209104.48	4060281.14
12/31/92	0.00	313734.09	209104.48	522838.57	3746547.05
6/30/93	0.00	0.00	192947.17	192947.17	3746547.05
12/31/93	0.00	506089.13	192947.17	699036.30	3240457.92
6/30/94	0.00	558992.75	166883.58	725876.33	2681465.17
12/31/94	0.00	0.00	138095.46	138095.46	2681465.17
6/30/95	0.00	583998.30	138095.46	722093.76	2097466.87
12/31/95	0.00	0.00	108019.54	108019.54	2097466.87
6/30/96	0.00	710038.52	108019.54	818058.06	1387428.35
12/31/96	0.00	0.00	71452.56	71452.56	1387428.35
6/30/97	0.00	792505.99	71452.56	863958.55	594922.36
12/31/97	0.00	0.00	30638.50	30638.50	594922.36
6/30/98	0.00	594922.36	30638.50	625560.86	0.00
Total:	4433325.00	4433325.00	3214228.30	7647553.30	

***** LOAN AMORTIZATION BY LOAN *****

Lender: PRUDENTIAL PROPERTY AND CASUALTY (PRUPAC)

Lessee: CSX TRANSPORTATION, INC.

Lessor: TECO INVESTMENTS, INC.

Funding: AUGUST 3, 1988 (PARTICIPATION AGREEMENT DATED AUGUST 1, 1988)

Loan Amortization for LN1

Amount: 682005.00

Average Debt Life: 7.038983 years

Duration: 5.064184 years discounting at 10.565225 effective

Debt Rate: 10.300000%

Date	Takedown	Principal Repayment	Interest Amount	Total Debt Service	Loan Balance
8/02/88	682005.00	0.00	0.00	0.00	682005.00
12/31/88	0.00	0.00	28879.12	28879.12	682005.00
6/30/89	0.00	0.00	35123.26	35123.26	682005.00
12/31/89	0.00	0.00	35123.26	35123.26	682005.00
6/30/90	0.00	0.00	35123.26	35123.26	682005.00
12/31/90	0.00	16122.64	35123.26	51245.90	665882.36
6/30/91	0.00	0.00	34292.94	34292.94	665882.36
12/31/91	0.00	41264.94	34292.94	75557.88	624617.42
6/30/92	0.00	0.00	32167.80	32167.80	624617.42
12/31/92	0.00	48263.60	32167.80	80431.40	576353.82
6/30/93	0.00	0.00	29682.22	29682.22	576353.82
12/31/93	0.00	77854.73	29682.22	107536.95	498499.09
6/30/94	0.00	85993.21	25672.70	111665.91	412505.88
12/31/94	0.00	0.00	21244.05	21244.05	412505.88
6/30/95	0.00	89839.97	21244.05	111084.02	322665.91
12/31/95	0.00	0.00	16617.29	16617.29	322665.91
6/30/96	0.00	109229.49	16617.29	125846.78	213436.42
12/31/96	0.00	0.00	10991.98	10991.98	213436.42
6/30/97	0.00	121915.95	10991.98	132907.93	91520.47
12/31/97	0.00	0.00	4713.30	4713.30	91520.47
6/30/98	0.00	91520.47	4713.30	96233.77	0.00
Total:	682005.00	682005.00	494464.02	1176469.02	

**** LOAN AMORTIZATION BY LOAN ****

Lender: PRUCO LIFE INSURANCE COMPANY (PRUCO)

Lessee: CSX TRANSPORTATION, INC.

Lessor: TECO INVESTMENTS, INC.

Funding: AUGUST 3, 1988 (PARTICIPATION AGREEMENT DATED AUGUST 1, 1988)

Loan Amortization for LN1

Amount: 568370.00

Average Debt Life: 7.038983 years

Duration: 5.064184 years discounting at 10.565225 effective

Debt Rate: 10.300000%

Date	Takedown	Principal Repayment	Interest Amount	Total Debt Service	Loan Balance
8/02/88	568370.00	0.00	0.00	0.00	568370.00
12/31/88	0.00	0.00	24067.31	24067.31	568370.00
6/30/89	0.00	0.00	29271.06	29271.06	568370.00
12/31/89	0.00	0.00	29271.06	29271.06	568370.00
6/30/90	0.00	0.00	29271.06	29271.06	568370.00
12/31/90	0.00	13436.30	29271.06	42707.36	554933.70
6/30/91	0.00	0.00	28579.09	28579.09	554933.70
12/31/91	0.00	34389.41	28579.09	62968.50	520544.29
6/30/92	0.00	0.00	26808.03	26808.03	520544.29
12/31/92	0.00	40221.97	26808.03	67030.00	480322.32
6/30/93	0.00	0.00	24736.60	24736.60	480322.32
12/31/93	0.00	64882.65	24736.60	89619.25	415439.67
6/30/94	0.00	71665.11	21395.14	93060.25	343774.56
12/31/94	0.00	0.00	17704.39	17704.39	343774.56
6/30/95	0.00	74870.92	17704.39	92575.31	268903.64
12/31/95	0.00	0.00	13848.54	13848.54	268903.64
6/30/96	0.00	91029.78	13848.54	104878.32	177873.86
12/31/96	0.00	0.00	9160.50	9160.50	177873.86
6/30/97	0.00	101602.44	9160.50	110762.94	76271.42
12/31/97	0.00	0.00	3927.98	3927.98	76271.42
6/30/98	0.00	76271.42	3927.98	80199.40	0.00
Total:	568370.00	568370.00	412076.95	980446.95	

**** LOAN AMORTIZATION BY LOAN ****

Lender: PRUDENTIAL INSURANCE COMPANY (PRUDENTIAL)

Lessee: CSX TRANSPORTATION, INC.

Lessor: TECO INVESTMENTS, INC.

Funding: SEPTEMBER 29, 1988 (PARTICIPATION AGREEMENT DATED AUGUST 1, 1988)

Loan Amortization for LN1

Amount: 4710486.65

Average Debt Life: 6.883428 years

Duration: 4.981269 years discounting at 10.565225 effective

Debt Rate: 10.300000%

Date	Takedown	Principal Repayment	Interest Amount	Total Debt Service	Loan Balance
9/28/88	4710486.65	0.00	0.00	0.00	4710486.65
12/31/88	0.00	0.00	123990.48	123990.48	4710486.65
6/30/89	0.00	0.00	242590.06	242590.06	4710486.65
12/31/89	0.00	0.00	242590.06	242590.06	4710486.65
6/30/90	0.00	0.00	242590.06	242590.06	4710486.65
12/31/90	0.00	111356.19	242590.06	353946.25	4599130.46
6/30/91	0.00	0.00	236855.22	236855.22	4599130.46
12/31/91	0.00	285009.55	236855.22	521864.77	4314120.91
6/30/92	0.00	0.00	222177.23	222177.23	4314120.91
12/31/92	0.00	333348.04	222177.23	555525.27	3980772.87
6/30/93	0.00	0.00	205009.80	205009.80	3980772.87
12/31/93	0.00	537728.70	205009.80	742738.50	3443044.17
6/30/94	0.00	593939.74	177316.77	771256.51	2849104.43
12/31/94	0.00	0.00	146728.88	146728.88	2849104.43
6/30/95	0.00	620508.58	146728.88	767237.46	2228595.85
12/31/95	0.00	0.00	114772.69	114772.69	2228595.85
6/30/96	0.00	754428.55	114772.69	869201.24	1474167.30
12/31/96	0.00	0.00	75919.62	75919.62	1474167.30
6/30/97	0.00	842051.70	75919.62	917971.32	632115.60
12/31/97	0.00	0.00	32553.95	32553.95	632115.60
6/30/98	0.00	632115.60	32553.95	664669.55	0.00
Total:	4710486.65	4710486.65	3339702.27	8050188.92	

**** LOAN AMORTIZATION BY LOAN ****

Lender: PRUDENTIAL PROPERTY AND CASUALTY (PRUPAC)

Lessee: CSX TRANSPORTATION, INC.

Lessor: TECO INVESTMENTS, INC.

Funding: SEPTEMBER 29, 1988 (PARTICIPATION AGREEMENT DATED AUGUST 1, 1988)

Loan Amortization for LN1

Amount: 724642.87

Average Debt Life: 6.883428 years

Duration: 4.981269 years discounting at 10.565225 effective

Debt Rate: 10.300000%

Date	Takedown	Principal Repayment	Interest Amount	Total Debt Service	Loan Balance
9/28/88	724642.87	0.00	0.00	0.00	724642.87
12/31/88	0.00	0.00	19074.21	19074.21	724642.87
6/30/89	0.00	0.00	37319.11	37319.11	724642.87
12/31/89	0.00	0.00	37319.11	37319.11	724642.87
6/30/90	0.00	0.00	37319.11	37319.11	724642.87
12/31/90	0.00	17130.60	37319.11	54449.71	707512.27
6/30/91	0.00	0.00	36436.88	36436.88	707512.27
12/31/91	0.00	43844.76	36436.88	80281.64	663667.51
6/30/92	0.00	0.00	34178.88	34178.88	663667.51
12/31/92	0.00	51280.96	34178.88	85459.84	612386.55
6/30/93	0.00	0.00	31537.91	31537.91	612386.55
12/31/93	0.00	82722.08	31537.91	114259.99	529664.47
6/30/94	0.00	91369.37	27277.72	118647.09	438295.10
12/31/94	0.00	0.00	22572.20	22572.20	438295.10
6/30/95	0.00	95456.61	22572.20	118028.81	342838.49
12/31/95	0.00	0.00	17656.18	17656.18	342838.49
6/30/96	0.00	116058.34	17656.18	133714.52	226780.15
12/31/96	0.00	0.00	11679.18	11679.18	226780.15
6/30/97	0.00	129537.94	11679.18	141217.12	97242.21
12/31/97	0.00	0.00	5007.97	5007.97	97242.21
6/30/98	0.00	97242.21	5007.97	102250.18	0.00
Total:	724642.87	724642.87	513766.77	1238409.64	

**** LOAN AMORTIZATION BY LOAN ****

Lender: PRUCO LIFE INSURANCE COMPANY (PRUCO)

Lessee: CSX TRANSPORTATION, INC.

Lessor: TECO INVESTMENTS, INC.

Funding: SEPTEMBER 29, 1988 (PARTICIPATION AGREEMENT DATED AUGUST 1, 1988)

Loan Amortization for LN1

Amount: 603903.28

Average Debt Life: 6.883428 years

Duration: 4.981269 years discounting at 10.565225 effective

Debt Rate: 10.300000%

Date	Takedown	Principal Repayment	Interest Amount	Total Debt Service	Loan Balance
9/28/88	603903.28	0.00	0.00	0.00	603903.28
12/31/88	0.00	0.00	15896.08	15896.08	603903.28
6/30/89	0.00	0.00	31101.02	31101.02	603903.28
12/31/89	0.00	0.00	31101.02	31101.02	603903.28
6/30/90	0.00	0.00	31101.02	31101.02	603903.28
12/31/90	0.00	14276.31	31101.02	45377.33	589626.97
6/30/91	0.00	0.00	30365.79	30365.79	589626.97
12/31/91	0.00	36539.37	30365.79	66905.16	553087.60
6/30/92	0.00	0.00	28484.01	28484.01	553087.60
12/31/92	0.00	42736.56	28484.01	71220.57	510351.04
6/30/93	0.00	0.00	26283.08	26283.08	510351.04
12/31/93	0.00	68938.97	26283.08	95222.05	441412.07
6/30/94	0.00	76145.46	22732.72	98878.18	365266.61
12/31/94	0.00	0.00	18811.23	18811.23	365266.61
6/30/95	0.00	79551.69	18811.23	98362.92	285714.92
12/31/95	0.00	0.00	14714.32	14714.32	285714.92
6/30/96	0.00	96720.76	14714.32	111435.08	188994.16
12/31/96	0.00	0.00	9733.20	9733.20	188994.16
6/30/97	0.00	107954.41	9733.20	117687.61	81039.75
12/31/97	0.00	0.00	4173.55	4173.55	81039.75
6/30/98	0.00	81039.75	4173.55	85213.30	0.00
Total:	603903.28	603903.28	428163.24	1032066.52	

NCNB Investment Banking Company

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**** LOAN AMORTIZATION BY LOAN ****

Lender: PRUDENTIAL INSURANCE COMPANY (PRUDENTIAL)

Lessee: CSX TRANSPORTATION, INC.

Lessor: TECO INVESTMENTS, INC.

Funding: NOVEMBER 30, 1988 (PARTICIPATION AGREEMENT DATED AUGUST 1, 1988)

Loan Amortization for LN1

Amount: 3337541.41

Average Debt Life: 6.713983 years

Duration: 4.893576 years discounting at 10.565225 effective

Debt Rate: 10.300000%

Date	Takedown	Principal Repayment	Interest Amount	Total Debt Service	Loan Balance
11/29/88	3337541.41	0.00	0.00	0.00	3337541.41
12/31/88	0.00	0.00	29602.14	29602.14	3337541.41
6/30/89	0.00	0.00	171883.38	171883.38	3337541.41
12/31/89	0.00	0.00	171883.38	171883.38	3337541.41
6/30/90	0.00	0.00	171883.38	171883.38	3337541.41
12/31/90	0.00	78899.68	171883.38	250783.06	3258641.73
6/30/91	0.00	0.00	167820.05	167820.05	3258641.73
12/31/91	0.00	201939.04	167820.05	369759.09	3056702.69
6/30/92	0.00	0.00	157420.19	157420.19	3056702.69
12/31/92	0.00	236188.53	157420.19	393608.72	2820514.16
6/30/93	0.00	0.00	145256.48	145256.48	2820514.16
12/31/93	0.00	380999.23	145256.48	526255.71	2439514.93
6/30/94	0.00	420826.68	125635.02	546461.70	2018688.25
12/31/94	0.00	0.00	103962.44	103962.44	2018688.25
6/30/95	0.00	439651.62	103962.44	543614.06	1579036.63
12/31/95	0.00	0.00	81320.39	81320.39	1579036.63
6/30/96	0.00	534538.51	81320.39	615858.90	1044498.12
12/31/96	0.00	0.00	53791.65	53791.65	1044498.12
6/30/97	0.00	596622.53	53791.65	650414.18	447875.59
12/31/97	0.00	0.00	23065.59	23065.59	447875.59
6/30/98	0.00	447875.59	23065.59	470941.18	0.00
Total:	3337541.41	3337541.41	2308044.26	5645585.67	

**** LOAN AMORTIZATION BY LOAN ****

Lender: PRUDENTIAL PROPERTY AND CASUALTY (PRUPAC)

Lessee: CSX TRANSPORTATION, INC.

Lessor: TECO INVESTMENTS, INC.

Funding: NOVEMBER 30, 1988 (PARTICIPATION AGREEMENT DATED AUGUST 1, 1988)

Loan Amortization for LN1

Amount: 513434.03

Average Debt Life: 6.713983 years

Duration: 4.893576 years discounting at 10.565225 effective

Debt Rate: 10.300000%

Date	Takedown	Principal Repayment	Interest Amount	Total Debt Service	Loan Balance
11/29/88	513434.03	0.00	0.00	0.00	513434.03
12/31/88	0.00	0.00	4553.87	4553.87	513434.03
6/30/89	0.00	0.00	26441.85	26441.85	513434.03
12/31/89	0.00	0.00	26441.85	26441.85	513434.03
6/30/90	0.00	0.00	26441.85	26441.85	513434.03
12/31/90	0.00	12137.61	26441.85	38579.46	501296.42
6/30/91	0.00	0.00	25816.77	25816.77	501296.42
12/31/91	0.00	31065.49	25816.77	56882.26	470230.93
6/30/92	0.00	0.00	24216.89	24216.89	470230.93
12/31/92	0.00	36334.30	24216.89	60551.19	433896.63
6/30/93	0.00	0.00	22345.68	22345.68	433896.63
12/31/93	0.00	58611.39	22345.68	80957.07	375285.24
6/30/94	0.00	64738.29	19327.19	84065.48	310546.95
12/31/94	0.00	0.00	15993.17	15993.17	310546.95
6/30/95	0.00	67634.24	15993.17	83627.41	242912.71
12/31/95	0.00	0.00	12510.00	12510.00	242912.71
6/30/96	0.00	82231.27	12510.00	94741.27	160681.44
12/31/96	0.00	0.00	8275.09	8275.09	160681.44
6/30/97	0.00	91782.03	8275.09	100057.12	68899.41
12/31/97	0.00	0.00	3548.32	3548.32	68899.41
6/30/98	0.00	68899.41	3548.32	72447.73	0.00
Total:	513434.03	513434.03	355060.30	868494.33	

**** LOAN AMORTIZATION BY LOAN ****

Lender: PRUCO LIFE INSURANCE COMPANY (PRUCO)

Lessee: CSX TRANSPORTATION, INC.

Lessor: TECO INVESTMENTS, INC.

Funding: NOVEMBER 30, 1988 (PARTICIPATION AGREEMENT DATED AUGUST 1, 1988)

Loan Amortization for LN1

Amount: 427886.16

Average Debt Life: 6.713983 years

Duration: 4.893576 years discounting at 10.565225 effective

Debt Rate: 10.300000%

Date	Takedown	Principal Repayment	Interest Amount	Total Debt Service	Loan Balance
11/29/88	427886.16	0.00	0.00	0.00	427886.16
12/31/88	0.00	0.00	3795.11	3795.11	427886.16
6/30/89	0.00	0.00	22036.14	22036.14	427886.16
12/31/89	0.00	0.00	22036.14	22036.14	427886.16
6/30/90	0.00	0.00	22036.14	22036.14	427886.16
12/31/90	0.00	10115.25	22036.14	32151.39	417770.91
6/30/91	0.00	0.00	21515.20	21515.20	417770.91
12/31/91	0.00	25889.39	21515.20	47404.59	391881.52
6/30/92	0.00	0.00	20181.90	20181.90	391881.52
12/31/92	0.00	30280.31	20181.90	50462.21	361601.21
6/30/93	0.00	0.00	18622.46	18622.46	361601.21
12/31/93	0.00	48845.63	18622.46	67468.09	312755.58
6/30/94	0.00	53951.67	16106.91	70058.58	258803.91
12/31/94	0.00	0.00	13328.40	13328.40	258803.91
6/30/95	0.00	56365.10	13328.40	69693.50	202438.81
12/31/95	0.00	0.00	10425.60	10425.60	202438.81
6/30/96	0.00	68529.97	10425.60	78955.57	133908.84
12/31/96	0.00	0.00	6896.31	6896.31	133908.84
6/30/97	0.00	76489.39	6896.31	83385.70	57419.45
12/31/97	0.00	0.00	2957.10	2957.10	57419.45
6/30/98	0.00	57419.45	2957.10	60376.55	0.00
Total:	427886.16	427886.16	295900.52	723786.68	